

**POWER OF ATTORNEY
TO THE BOARD OF DIRECTORS OF
VESTEL ELEKTRONIK SANAYI VE TICARET ANONİM ŞİRKETİ**

I hereby authorize as my Attorney to represent me, vote on behalf of me, make proposal and sign the necessary documents in line with the following statements, during the Annual General Assembly Meeting of Vestel Elektronik Sanayi ve Ticaret Anonim Şirketi to be held on 22.04.2014 at 10:00 at Zorlu Plaza, 34310 Avcılar/İSTANBUL.

Attorney's(*);

Name-Surname/Company Title:

Turkish Citizenship Identity Number, Trade Registry Number and Mersis Number:

(*) For non-Turkish citizens, comparable information has to be provided

A. Scope of the Power of Attorney

For the Sections 1. and 2. one of the 3 clauses ((a), (b) or (c)) is to be selected in order to determine the scope of Attorney's authorization.

1. Regarding Agenda Items

- a) The attorney is authorized to vote in line with his/her opinions.
- b) The attorney is authorized to vote in line with the proposals of the Company's management.
- c) The attorney is authorized to vote in line with the following instructions.

Agenda items (*)	Approval	Rejection	Dissenting Opinion
1.			
2.			
3.			

* All the agenda items will be listed. If the minority has a different proposal this is also separately indicated in the table

2. Regarding Special Instructions on topics and particularly on the exercise of minority rights that may arise during the meeting

- a) The attorney is authorized to vote in line with his/her opinions.
- b) The attorney is not authorized to vote for these topics.
- c) The attorney is authorized to vote in line with the following special instructions.

Special Instructions

Special instructions to be given to Attorney are presented in this section, if any.

B. Shareholder's Share Certificate

Shareholder has to indicate the shares to be represented by the Attorney by selecting one of the items below

1. I approve the Attorney to represent my shares, the details of which are given below.

- a) Issue and Series*:
- b) Number/Group**:
- c) Quantity - Nominal Value:

- d) Privileged share or not:
- e) Type (registered or bearer share)*:
- f) Share in total shares/voting rights:
 - *not required for registered shares
 - **for registered shares, group has to be indicated, if any, instead of number

2. I approve the Attorney to represent all of my shares, which exist on the list prepared by the Central Registry Agency regarding the shareholders who/which are entitled to attend the General Assembly meeting.

NAME –SURNAME OR TITLE OF THE SHAREHOLDER (*)

Turkish Citizenship Identity Number, Trade Registry Number and Mersis Number:

Address:.....

(*) For non-Turkish citizens, comparable information has to be provided

SIGNATURE:.....

NOTE: SHUTTLE SERVICE IS AVAILABLE FOR THE SHAREHOLDERS WILLING TO ATTEND THE MEETING ON 22.04.2014 AT 08:00 AM FROM HALDUN TANER THEATER, KADIKÖY AND AT 08:30 AM FROM THE GENERAL DIRECTORATE OF DENIZBANK IN THE ADDRESS BÜYÜKDERE CAD.NO 106 ESENTEPE/ISTANBUL